

376496

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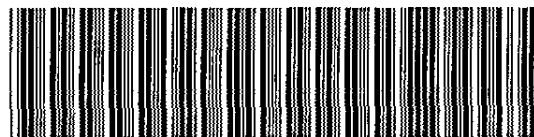
(Business Entity Name)

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January 7, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Synovate (Florida) into Synovate (Miami) Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER
OF
SYNOVATE (FLORIDA) INC.
INTO
SYNOVATE (MIAMI) INC.

UNDER SECTION 607.1104 OF
THE FLORIDA BUSINESS CORPORATION ACT

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act (the "Act"), pursuant to Section 607.1105 of the Act.

FIRST: The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SYNOVATE (MIAMI) INC.	FLORIDA	376496

SECOND: The name and jurisdiction of the merging corporation (the "Merging Corporation") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
SYNOVATE (FLORIDA) INC.	FLORIDA	495767

THIRD: The Plan of Merger (the "Plan of Merger") is attached hereto at Exhibit A.

FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on December 19, 2003, and shareholder approval was not required pursuant to Section 607.1104 of the Act.

SIXTH: The Plan of Merger was adopted by the Board of Directors of the Merging Corporation on December 19, 2003, and shareholder approval was not required pursuant to Section 607.1104 of the Act.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have each caused these Articles of Merger to be executed by its authorized officer, as of this 22nd day of December, 2003.

SYNOVATE (FLORIDA) INC.

By: Anthony J. Solarz
Name: Anthony J. Solarz
Title: Assistant Secretary

SYNOVATE (MIAMI) INC.

By: Anthony J. Solarz
Name: Anthony J. Solarz
Title: Assistant Secretary

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

Plan of Merger

PLAN AND AGREEMENT OF MERGER

This AGREEMENT, dated as of December 19, 2003, by and between SYNOVATE (MIAMI) INC., a Florida corporation (the "Surviving Corporation") and SYNOVATE (FLORIDA) INC., a Florida corporation (the "Merging Corporation"), said two corporations being herein sometimes referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, The Surviving Corporation is the sole owner of all of the issued and outstanding shares of capital stock of the Merging Corporation; and

WHEREAS, the Boards of Directors of the Constituent Corporations deem it desirable and advisable, upon the terms and subject to the conditions stated herein, that the Merging Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation be the surviving corporation with all the shares of the Merging Corporation Common Stock being cancelled.

NOW, THEREFORE, it is agreed as follows:

SECTION 1

Terms

1.1. On the Effective Date (as hereinafter defined), the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation.

1.2. Upon the Effective Date all shares of the Merging Corporations capital stock shall be cancelled and the Merging Corporation shall cease to exist.

SECTION 2

Effective Date: Certificate of Merger

2.1. This Agreement shall be submitted to Boards of Directors of each of the Constituent Corporations as provided by Section 607.1104 of the Florida Business Corporation Act (the "Act"). If this Agreement is duly adopted by the requisite votes of the Board of Directors of each Constituent Corporation, Articles of Merger in the form annexed hereto as Exhibit A (the "Articles of Merger"), executed in accordance with applicable law, shall be filed with the Department of State.

2.2. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

2.3. The Articles of Merger are incorporated herein as if set forth in full herein.

SECTION 3
Certificate of Incorporation and By-Laws

3.1.The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with the Act.

3.2.The By-Laws of Surviving Corporation in effect on the Effective Date shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and in accordance with applicable law.

SECTION 4
Amendment and Termination

4.1.At any time prior to the filing of this Agreement or the Articles of Merger, as the case may be, with the Florida Department of State, this Agreement may be amended by the Boards of Directors of the Constituent Corporations to the extent permitted under the Act, notwithstanding favorable action on the merger by the Board of Directors of either or both of the Constituent Corporations.

4.2.At any time prior to the filing of this Agreement or the Articles of Merger, as the case may be, this Agreement may be terminated and abandoned by the Board of Directors of either Constituent Corporation, notwithstanding favorable action on the merger by the Board of Directors of either or both of the Constituent Corporations.

SECTION 5
Miscellaneous

5.1.To the extent permitted by applicable law, this Agreement may be amended by an agreement in writing, before or after the meetings of the Board of Directors of either Constituent Corporations, at any time prior to the Effective Date.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed by its authorized officer, all as of the date first above written.

SYNOVATE (FLORIDA) INC.

By: Anthony J. Solarz
Name: Anthony J. Solarz
Title: Assistant Secretary

SYNOVATE (MIAMI) INC.

By: Anthony J. Solarz
Name: Anthony Solarz
Title: Assistant Secretary